

LAW OFFICE

**MCLEOD, WATKINSON & MILLER**

MICHAEL R. MCLEOD  
WAYNE R. WATKINSON  
MARC E. MILLER  
RICHARD T. ROSSIER  
CHARLES A. SPITULNIK  
RICHARD PASCO  
ALEX MENENDEZ  
PAUL D. SMOLINSKY

ONE MASSACHUSETTS AVENUE, N.W.  
SUITE 800  
WASHINGTON, DC 20001-1401  
(202) 842-2345  
TELECOPY (202) 408-7763

KATHRYN A. KLEIMAN\*  
OF COUNSEL  
(\*Admitted in Virginia only)

ROBERT RANDALL GREEN  
LAURA L. PHELPS  
GOVERNMENT RELATIONS

STEPHEN FRERICHS  
ECONOMIST

September 26, 2001

**Via Hand Delivery**

Vernon A. Williams Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001

RECORDATION NO. 23676 FILED  
SEP 27 '01 11:13 AM  
SURFACE TRANSPORTATION BOARD

Re: *Documents for Recordation - Memorandum of Lease Agreement (LA-2001-C1)*

Dear Secretary Williams:

I have enclosed an original and three counterparts of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. This document is a Memorandum of Lease Agreement (LA-2001-C1), a primary document, dated September 25, 2001.

The names and addresses of the parties to the documents are as follows:

Lessor: LACMTA Rail Statutory Trust LA-2001-C1, a Connecticut Statutory Trust  
C/o State Street Bank and Trust Company of California National Association  
Library Tower  
633 West Fifth Street  
12<sup>th</sup> Floor  
Los Angeles, California 90071

Lessee: Los Angeles County Metropolitan Transportation Authority  
One Gateway Plaza  
Los Angeles, California 90012-2952

A description of the equipment covered by the document follows:

23676

11:13

September 26, 2001

Page 2

EQUIPMENT DESCRIPTION

<u>Item of Equipment</u>	<u>Description</u>	<u>Serial Number</u>
Siemens	Light Rail Vehicle	201
Siemens	Light Rail Vehicle	202
Siemens	Light Rail Vehicle	204
Siemens	Light Rail Vehicle	210
Siemens	Light Rail Vehicle	211
Siemens	Light Rail Vehicle	212
Siemens	Light Rail Vehicle	213
Siemens	Light Rail Vehicle	215
Siemens	Light Rail Vehicle	216
Siemens	Light Rail Vehicle	217
Sumitomo	Light Rail Vehicle	154
Sumitomo	Light Rail Vehicle	155
Sumitomo	Light Rail Vehicle	156
Sumitomo	Light Rail Vehicle	157
Sumitomo	Light Rail Vehicle	158
Sumitomo	Light Rail Vehicle	159
Sumitomo	Light Rail Vehicle	160
Sumitomo	Light Rail Vehicle	161
Sumitomo	Light Rail Vehicle	162
Sumitomo	Light Rail Vehicle	163
Sumitomo	Light Rail Vehicle	164
Sumitomo	Light Rail Vehicle	165
Sumitomo	Light Rail Vehicle	166
Sumitomo	Light Rail Vehicle	167
Sumitomo	Light Rail Vehicle	168

A fee of twenty-eight (\$ 28.00) dollars is enclosed. Please return the original and any extra copies not needed by the Board for recordation to Charles A. Spitulnik, Esq., McLeod, Watkinson & Miller, and One Massachusetts Avenue, NW, Suite 800, Washington D.C. 20001. A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement (LA-2001-C1), between LACMTA Rail Statutory Trust LA-2001-C1, a Connecticut Statutory Trust, C/o State Street Bank and Trust Company of California National Association, Library Tower, 633 West Fifth Street, 12<sup>th</sup> Floor, Los Angeles, California 90071 and Los Angeles County Metropolitan Transportation Authority, One Gateway Plaza, Los Angeles, California 90012-2952. A description of the equipment covered by the document follows:

MCLEOD, WATKINSON & MILLER

September 26, 2001

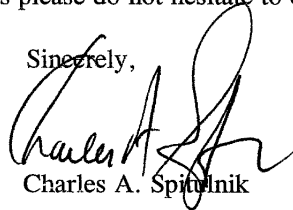
Page 3

EQUIPMENT DESCRIPTION

<u>Item of Equipment</u>	<u>Description</u>	<u>Serial Number</u>
Siemens	Light Rail Vehicle	201
Siemens	Light Rail Vehicle	202
Siemens	Light Rail Vehicle	204
Siemens	Light Rail Vehicle	210
Siemens	Light Rail Vehicle	211
Siemens	Light Rail Vehicle	212
Siemens	Light Rail Vehicle	213
Siemens	Light Rail Vehicle	215
Siemens	Light Rail Vehicle	216
Siemens	Light Rail Vehicle	217
Sumitomo	Light Rail Vehicle	154
Sumitomo	Light Rail Vehicle	155
Sumitomo	Light Rail Vehicle	156
Sumitomo	Light Rail Vehicle	157
Sumitomo	Light Rail Vehicle	158
Sumitomo	Light Rail Vehicle	159
Sumitomo	Light Rail Vehicle	160
Sumitomo	Light Rail Vehicle	161
Sumitomo	Light Rail Vehicle	162
Sumitomo	Light Rail Vehicle	163
Sumitomo	Light Rail Vehicle	164
Sumitomo	Light Rail Vehicle	165
Sumitomo	Light Rail Vehicle	166
Sumitomo	Light Rail Vehicle	167
Sumitomo	Light Rail Vehicle	168

If you have any questions or comments please do not hesitate to call.

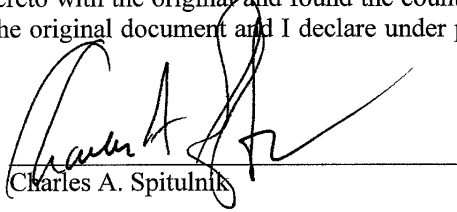
Sincerely,



Charles A. Spitznik

**Certification of Authenticity as Required by 49 C.F.R. § 1177.3 (b)(2)**

I Charles A. Spitulnik certify that I have compared the counterparts of the Memorandum of Lease Agreement (LA-2001-C1) attached hereto with the original and found the counterparts to be complete and identical in all respects to the original document and I declare under penalty of perjury that the foregoing is true and correct.



Charles A. Spitulnik

**MEMORANDUM OF LEASE AGREEMENT (LA-2001-C1)**

Memorandum of Lease Agreement (LA-2001-C1), made and entered into on September 25, 2001 by and between **LACMTA RAIL STATUTORY TRUST LA-2001-C1**, a Connecticut statutory trust, as Lessor (the "*Lessor*"), and **LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY**, a political subdivision of the State of California, as Lessee (the "*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lease Agreement (LA-2001-C1), dated as of September 25, 2001, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement (LA-2001-C1).

Remainder of page intentionally left blank

RECORDATION NO. 23676 FILED

SEP 27 '01 11:13 AM

SURFACE TRANSPORTATION BOARD



LESSEE:

LOS ANGELES COUNTY METROPOLITAN  
TRANSPORTATION AUTHORITY

By: \_\_\_\_\_

Name: Terry Matsumoto

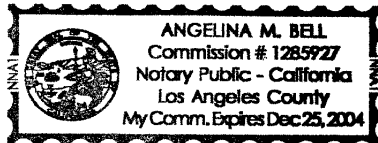
Title: Executive Officer, Finance and Treasurer

ACKNOWLEDGEMENT

STATE OF CALIFORNIA     )  
                                      ) ss.  
COUNTY OF LOS ANGELES)

On September 18, 2001, before me, Angelina M. Bell, personally came Terry Matsumoto, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



\_\_\_\_\_  
Notary Public

My commission expires on December 25, 2004

Exhibit A  
to Memorandum of Lease Agreement (LA-2001-C1)

**EQUIPMENT DESCRIPTION**

<u>Item of Equipment</u>	<u>Description</u>	<u>Serial Number</u>	<u>Equipment Value</u>
Siemens	Light Rail Vehicle	201	\$ 4,200,000
Siemens	Light Rail Vehicle	202	4,200,000
Siemens	Light Rail Vehicle	204	4,200,000
Siemens	Light Rail Vehicle	210	4,200,000
Siemens	Light Rail Vehicle	211	4,200,000
Siemens	Light Rail Vehicle	212	4,200,000
Siemens	Light Rail Vehicle	213	4,200,000
Siemens	Light Rail Vehicle	215	4,200,000
Siemens	Light Rail Vehicle	216	4,200,000
Siemens	Light Rail Vehicle	217	4,200,000
Sumitomo	Light Rail Vehicle	154	2,700,000
Sumitomo	Light Rail Vehicle	155	2,700,000
Sumitomo	Light Rail Vehicle	156	2,700,000
Sumitomo	Light Rail Vehicle	157	2,700,000
Sumitomo	Light Rail Vehicle	158	2,700,000
Sumitomo	Light Rail Vehicle	159	2,700,000
Sumitomo	Light Rail Vehicle	160	2,700,000
Sumitomo	Light Rail Vehicle	161	2,700,000
Sumitomo	Light Rail Vehicle	162	2,700,000
Sumitomo	Light Rail Vehicle	163	2,700,000
Sumitomo	Light Rail Vehicle	164	2,700,000
Sumitomo	Light Rail Vehicle	165	2,700,000
Sumitomo	Light Rail Vehicle	166	2,700,000
Sumitomo	Light Rail Vehicle	167	2,700,000
Sumitomo	Light Rail Vehicle	168	2,700,000
<b>Total</b>			<b>\$ 82,500,000</b>